

# **EXHIBIT C**

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# FORM DEF 14A

**ASIAINFO-LINKAGE, INC - ASIA**

**Filed: September 15, 2000 (period: October 18, 2000)**

Official notification to shareholders of matters to be brought to a vote (Proxy)

SCHEDULE 14A  
(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No.)

Filed by the Registrant [X]

Filed by a Party other than the Registrant [\_]

Check the appropriate box:

[\_] Preliminary Proxy Statement

[\_] Confidential, for Use of the  
Commission Only  
(as permitted by Rule 14a-  
6(e) (2))

[x] Definitive Proxy Statement

[\_] Definitive Additional Materials

[\_] Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

ASIAINFO HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[\_] Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed  
pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the  
filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

[\_] Fee paid previously with preliminary materials.

[\_] Check box if any part of the fee is offset as provided by Exchange Act Rule  
0-11(a) (2) and identify the filing for which the offsetting fee was paid  
previously. Identify the previous filing by registration statement number,  
or the form or schedule and the date of its filing.

1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

November 14, 2000, May 30, 2001, January 4, 2001, February 9, 2000 and December 23, 2001, respectively.

On July 21, 1999, the Board adopted a resolution on severance policy for departing employees. In the event that AsiaInfo terminates the employment of employees at the levels of vice presidents and above, the employee will receive six months' severance pay based on his base salary at the time of termination. The employee has 120 days to exercise his or her vested options. Unvested options are forfeited. Subject to the Board's discretion, the employee may receive 12 months' severance pay and accelerated vesting of option grants.

Each of the Named Executive Officers has entered into a non-compete agreement with AsiaInfo, pursuant to which they are prevented from engaging in any commercial activities in competition with AsiaInfo for two years after the termination of their employment with AsiaInfo. In addition, they are required to disclose all their patent and copyright applications to AsiaInfo during their employment with AsiaInfo and within one year after the termination of their employment.

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- (1) Mr. Yong resigned as Chief Operating Officer In June 2000. His contract, therefore, is no longer effective.
  - (2) Mr. Huang resigned as Vice President and Chief Technology Officer in June 2000. His contract is therefore no longer effective.

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#### COMPENSATION COMMITTEE REPORT

The compensation committee currently consists of Messrs. Bickell (Chair), Keen and Sun, all of whom are outside directors of AsiaInfo. The compensation committee reviews and recommends to the Board the compensation and benefits of all officers of AsiaInfo and establishes and reviews general policies relating to compensation and benefits of employees of AsiaInfo. The following is the report of the compensation committee describing compensation policies and rationale applicable to AsiaInfo's executive officers with respect to the compensation paid to such executive officers for the fiscal year ended December 31, 1999. The information contained in this report, shall not be deemed to be "soliciting material" or to be "filed" with the Securities and Exchange Commission (the "SEC"), nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that AsiaInfo specifically incorporates such information by reference in such filing.

#### Compensation Philosophy and Review

AsiaInfo's executive compensation program is generally designed to align the interests of executives with the interests of stockholders and to reward executives for achieving corporate and individual objectives. The executive compensation program is also designed to attract and retain the services of qualified executives in the highly competitive Internet and computer networking marketplaces. Executive compensation currently consists of a base salary, long-term equity incentives, and other compensation and benefit programs generally available to other employees.

#### Policy regarding Section 162(m) of the U.S. Internal Revenue Code

Section 162(m) of the Code generally disallows a tax deduction to public companies for compensation in excess of \$1 million paid to the company's Chief Executive Officer or any of the four most highly compensated executive officers. Certain performance-based compensation, however, is exempt from the deduction limit.

It is the compensation committee's intention that, so long as it is consistent with its overall compensation objectives and philosophy, executive compensation will be deductible for federal income tax purposes. The Stock Option Plan has been structured so that any taxable compensation derived pursuant to the exercise of options granted under such plan should not be

subject to these deductibility limitations.

The compensation committee has considered the potential impact of Section 162(m) of the Code on the compensation paid to AsiaInfo's executive officers.

#### Base Salaries

Base salary levels for the Chief Executive Officer and other executive officers are intended to compensate executives competitively within the high-technology marketplace in China. Base salaries are determined on an individual basis by evaluating each executive's scope of responsibility, past performance, prior experience and data on prevailing compensation levels in relevant markets for executive talent. Base salaries for executives are reviewed annually by the compensation committee.

#### Long-Term Equity Incentives

AsiaInfo provides long-term equity incentives to its executive officers and to other employees through the grant of stock options under its stock option plans. The purpose of granting stock options is to create a direct link between compensation and the long-term performance of AsiaInfo. Stock options are generally granted at an exercise price equal to 100% of the fair market value on the date of grant, have a ten year term and generally vest over a four year period. Because the receipt of value by an executive officer under a stock option is dependent upon an increase in the price of our common stock, this portion of the executives' compensation is directly aligned with an increase in shareholder value. The primary stock options granted to executive

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officers are generally in conjunction with the executive officer's acceptance of employment with AsiaInfo. When determining the number of stock options to be awarded to an executive officer, the compensation committee considers the executive's current contribution to AsiaInfo's performance, the executive officer's anticipated contribution in meeting AsiaInfo's long-term strategic performance goals, and comparisons to formal and informal surveys of executive stock option grants made by other high-technology companies in China. The compensation committee also reviews stock option levels for executive officers at the beginning of each fiscal year in light of long term strategic and performance objectives and each executive's current and anticipated contributions to AsiaInfo's future performance. Reflecting the increasing scope of AsiaInfo's business, the compensation committee recommended (and the full Board granted) stock option grants in 1999 for the Chief Executive Officer of 400,000 shares and, for the other Named Executive Officers, an aggregate of 745,000 shares. These options vest over four years on a 20%, 20%, 30% and 30% schedule from the date of grant.

#### Other Compensation

AsiaInfo's executive officers are also eligible to participate in benefit programs generally available to other employees. In addition, from time to time, executive officers have received sign-on bonuses or other bonuses based on extraordinary effort.

#### Chief Executive Officer Compensation

James Ding is Chief Executive Officer and Chairman of the Board. The compensation committee reviews Mr. Ding's compensation annually using the same criteria and policies as are employed for other executive officers. In addition, he received a stock option grant in fiscal 1999 as described above.

Submitted by the Compensation  
Committee of the Board of Directors

Alan D. Bickell  
Patrick L. Keen  
Chang Sun